

The Honorable Robert J. Bryan

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON

STATE OF WASHINGTON,

Plaintiff,

v.

THE GEO GROUP, INC.,

Defendant.

CIVIL ACTION NO. 3:17-cv-05806-RJB

DECLARATION OF ANDREA  
BRENNEKE IN SUPPORT OF  
PLAINTIFF'S MOTION TO  
COMPEL DEFENDANT GEO'S  
FINANCIAL RECORDS

Pursuant to 28 U.S.C. § 1746(2) I, Andrea Brenneke, state and declare as follows:

1. I am over 18 years of age, have personal knowledge of and competent to testify about the matters contained herein.
2. I am an Assistant Attorney General for the State of Washington, and make this declaration as a representative of the State of Washington in support of Washington's Motion to Compel Defendant GEO's Financial Records.
3. Attached hereto as **Brenneke Declaration Exhibit A** is a true and correct copy of Plaintiff Washington's Second Interrogatories to Defendant GEO that were served on June 12, 2018.
4. Attached hereto as **Brenneke Declaration Exhibit B** is a true and correct copy of Defendant GEO's Answers to Plaintiff Washington's Second Interrogatories to Defendant GEO that were served on July 12, 2018.

DECLARATION OF ANDREA BRENNEKE IN  
SUPPORT OF PLAINTIFF'S MOTION TO  
COMPEL DEFENDANT GEO'S FINANCIAL  
RECORDS

ATTORNEY GENERAL OF WASHINGTON  
Civil Rights Unit  
800 Fifth Avenue, Suite 2000  
Seattle, WA 98104-3188  
(206) 464-7744

- 1 5. Attached hereto as **Brenneke Declaration Exhibit C** is a true and correct copy of  
 2 Plaintiff Washington's Second Requests for Production that were served on June 12,  
 3 2018.
- 4 6. Attached hereto as **Brenneke Declaration Exhibit D** is a true and correct copy of  
 5 Defendant GEO's Responses to Plaintiff Washington's Second Requests for Production  
 6 that were served on July 12, 2018.
- 7 7. Attached hereto as **Brenneke Declaration Exhibit E** is a true and correct copy of a CR  
 8 37 letter from counsel for the State of Washington to counsel for GEO, dated July 31,  
 9 2018 in which deficiencies in GEO's answers and responses related to financial  
 10 information and documents were first addressed.
- 11 8. On August 8, 2018, the parties held a telephonic conference that included GEO's  
 12 withholding of responsive financial information and documents and our request that  
 13 GEO respond substantively, and fully, to the requests. During this meeting, counsel for  
 14 GEO questioned the relevance of the documents and informed us that it would not  
 15 produce financial records.
- 16 9. Attached hereto as **Brenneke Declaration Exhibit F** is a true and correct copy of a CR  
 17 37 letter from counsel for the State of Washington to counsel for GEO, dated August  
 18 10, 2018, following up on the August 8, 2018 CR 37 teleconference. In this letter, we  
 19 articulated the relevance of profit and financial information to the unjust enrichment  
 20 claim and GEO's offset affirmative defense and again asked that the documents be  
 21 produced.
- 22 10. On August 21, 2018, the parties held another CR 37 telephonic conference that  
 23 addressed GEO's withholding of responsive financial information and documents. We  
 24 also discussed financial and other documents underlying summaries of offset  
 25 calculations provided by GEO in its discovery responses and addressed in its 30(b)(6)  
 26 deposition.

1 11. Attached hereto as **Brenneke Declaration Exhibit G** is a true and correct copy of CR  
 2 37 letter from counsel for the State of Washington to counsel for GEO, dated August  
 3 23, 2018, following up on the August 21, 2018 CR 37 teleconference. In this letter,  
 4 Washington confirmed its interest in receiving the underlying financial and other  
 5 documents that were used by GEO to compile GEO's summary tables and its "offset"  
 6 calculation.

7 12. Attached hereto as **Brenneke Declaration Exhibit H** is a true and correct copy of a CR  
 8 37 letter from counsel for GEO to counsel for the State of Washington, dated August  
 9 14, 2018 in which GEO rejects Washington's articulation of the relevance of the profit  
 10 and financial documents and acknowledges the parties had reached an impasse.

11 13. Attached hereto as **Brenneke Declaration Exhibit I** is a true and correct copy of a CR  
 12 37 letter from counsel for GEO to counsel for the State of Washington, dated August  
 13 23, 2018 in which counsel for GEO claimed that while it wanted to know if Washington  
 14 was seeking the underlying financial and other documents used to compile GEO's  
 15 summary tables and its "offset" calculation, that GEO never promised it would provide  
 16 those documents.

17 14. Attached hereto as **Brenneke Declaration Exhibit J** is a true and correct copy of  
 18 excerpts of the transcript of the 30(b)(6) Deposition of The GEO Group, Inc., in the  
 19 person of Ryan Kimble, taken on July 9, 2018.

#### 20 **Certification of Compliance**

21 15. On behalf of Washington, I certify pursuant to LCR 37(a) that Washington has met and  
 22 conferred with GEO in good faith in an effort to resolve this dispute without Court  
 23 action. Washington requested GEO produce the profit and financial records in multiple  
 24 CR 37 discovery letters. *See, e.g.,* Ex. E (July 31, 2018 letter), Ex. F (Aug. 10, 2018  
 25 letter), and Ex. G (Aug. 23, 2018 letter). We held telephonic CR 37 conferences with  
 26 counsel for GEO regarding the discovery at issue in this joint motion, including on

1 August 8, 2018 and August 21, 2018. In those conferences, and in our correspondence,  
 2 especially Ex. F (Aug. 10, 2018), Washington articulated the reasons why the requested  
 3 discovery is both relevant and necessary for proof of unjust enrichment, the  
 4 disgorgement of profit remedy, and analysis of GEO's claimed offset. Nonetheless,  
 5 GEO remains steadfast that the information sought here is not relevant and its counsel  
 6 has said it will not produce its "special sauce" – its profit and financial information and  
 7 documents - without an order of the court. *See also*, Ex. H (August 14, 2018 letter).

8 16. On September 7, 2018, I directed service of Washington's opening Expedited Joint  
 9 Motion to Compel triggering the deadlines in LCR 37.

10  
 11 I declare under penalty of perjury that the foregoing is true and accurate.

12 Executed this 7th day of September, 2018, in Seattle, Washington.

13 *s/ Andrea Brenneke*  
 14 ANDREA BRENNEKE, WSBA 22027

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing document was electronically filed with the United States District Court using the CM/ECF system. I certify that all participants in the case are registered CM/ECF users and that service will be accomplished by the appellate CM/ECF system. I certify that previously, on September 7, 2018, I served the initial pleading to counsel for GEO to initiate the Joint Motion timeline.

September 18, 2018

s/Andrea Brenneke  
Andrea Brenneke